

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

**FEE DETAIL FOR STEPTOE & JOHNSON LLP'S MONTHLY FEE APPLICATION
FOR THE PERIOD FROM OCTOBER 1, 2001 THROUGH OCTOBER 31, 2001**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

Professional services rendered for October, 2001

10/01/01	B. Kaufman	Prepare for bankruptcy meeting of creditors; calculation of Grace out-of-pockets for 93-96.	4.50
10/01/01	A.E. Moran	Work on settlement issues.	5.50
10/02/01	B. Kaufman	Prepare information on COLI for bankruptcy meeting of creditors.	2.00
10/02/01	J.W. Johnson	Consider creditor committee and settlement issues.	1.50
10/02/01	A.E. Moran	Telephone conference with S. Smilack.	0.30
10/02/01	A.E. Moran	Work on settlement issues and revise Form 1120.	3.00
10/02/01	S. Smilack	Telephone conference with Anne Moran regarding potential application of Section 861 regulations to a disallowance of COLI interest.	0.30
10/03/01	A.L. Bailey	Consider litigation options for Grace.	0.50
10/03/01	J.W. Johnson	Review issues re presentation to bankruptcy creditors re settlement.	1.80
10/03/01	B. Kaufman	Work on issues for bankruptcy meeting of creditors.	7.30
10/03/01	A.E. Moran	Work on COLI bankruptcy issues.	3.00
10/03/01	A.E. Moran	Telephone conference with C. Finke re letter.	0.20
10/04/01	A.E. Moran	Follow-up on IRS settlement issue.	1.00
10/05/01	B. Kaufman	Telephone call with C. Finke at Grace re: COLI issues on bankruptcy meeting of creditors.	0.20
10/05/01	B. Kaufman	Work on issues for meeting of creditors.	1.30
10/09/01	A.E. Moran	Follow-up on bankruptcy filings.	1.50
10/10/01	B. Kaufman	Review of Complaint; e-mail of draft of Complaint to Grace.	1.00
10/10/01	A.E. Moran	Looked at Boca Investor case & review complaint.	1.00

10/10/01	A.L. Bailey	Telephone call re complaint and Justice Department issues.	1.50
10/10/01	A.L. Bailey	Review BOCA investors case.	0.30
10/11/01	A.L. Bailey	Review Kaufman's memorandum.	2.00
10/12/01	A.E. Moran	Review 1120Xs.	0.30
10/15/01	J.W. Johnson	Review refund claims and complaint; communicate with Grace re scheduling.	1.00
10/15/01	B. Kaufman	Work on Grace Complaint.	0.50
10/15/01	A.E. Moran	Respond to C. Finke questions on COLI case and document review.	1.20
10/16/01	A.E. Moran	Review files in preparation for COLI review.	1.50
10/17/01	J.W. Johnson	Review factual materials and prepare complaint for filing.	2.50
10/17/01	A.E. Moran	Telephone conference with S. Schwartz (Kirkland) re affidavit issue.	1.00
10/17/01	A.E. Moran	Comparison of Steptoe & Grace files.	3.70
10/18/01	A.E. Moran	Review additional files to send to W.R. Grace.	1.00
10/23/01	A.L. Bailey	Review memorandum re issues.	1.00
10/23/01	J. Kinney	Provided summary of House economic stimulus bill to A. Moran.	0.50
10/23/01	A.E. Moran	Telephone call to C. Finke re materials to go to Borders.	0.30
10/24/01	A.E. Moran	Telephone conference with C. Finke to review materials to go to Fresenius.	2.40
10/24/01	A.E. Moran	Work on complaint.	0.30
10/24/01	J.W. Johnson	Review and analyze COLI settlement.	2.70
10/24/01	B. Kaufman	Phone conference with A. Moran and C. Finke at Grace re: change in COLI settlement landscape and settlement related issues.	0.30
10/24/01	B. Kaufman	Computation of Grace out-of-pocket expenses for 1988-1999 re: COLI contracts.	2.50
10/25/01	J.W. Johnson	Consider litigation and settlement issues.	3.20
10/25/01	A.E. Moran	Telephone conference with E. Filon re strategy.	0.30

10/25/01	A.E. Moran	Work on affidavit.	1.00
10/25/01	B. Kaufman	Review of Grace settlement issues.	2.50
10/26/01	A.E. Moran	Finish affidavit and send out.	0.50
10/26/01	A.E. Moran	Telephone conference with C. Finke re settlement.	0.20
10/26/01	B. Kaufman	Meeting re Grace settlement issues.	2.00
10/26/01	S. Smilack	Conference with Mr. Kaufman re 861.	0.50
10/26/01	S. Smilack	Initial review of PriceWaterhouse memorandum, field service advice.	1.50
10/26/01	J.W. Johnson	Research legal issues related to settlement versus litigation analysis.	2.70
10/26/01	J.W. Johnson	Meeting re settlement issues.	2.00
10/26/01	A.E. Moran	Meeting re settlement options.	2.00
10/26/01	B. Kaufman	Meeting with S. Smilack re: Grace foreign source interest allocation issue.	0.50
10/29/01	A.E. Moran	Work on affidavit.	0.80
10/29/01	J.W. Johnson	Review complaint and penalty numbers and foreign issues.	2.80
10/29/01	A.L. Bailey	Review penalties computation.	1.00
10/29/01	B. Kaufman	Work on penalty issues.	7.00
10/30/01	A.E. Moran	Work on document review; prepare for call on Thursday.	3.80
10/30/01	S. Smilack	Conference with Mr. Kaufman re foreign issues.	0.70
10/30/01	B. Kaufman	Meeting with S. Smilack re: foreign source allocation issue.	0.70
10/30/01	B. Kaufman	Work on penalty calculation.	1.80
10/31/01	J.W. Johnson	Review settlement versus litigation analysis.	3.00
10/31/01	A.L. Bailey	Review memoranda and prep for "hazards" conference call on Nov. 1.	1.00
10/31/01	S. Smilack	Complete review of Section 861 regulations.	0.70

10/31/01	B. Kaufman	Review of Grace proposed amendments to Complaint; redrafting of Complaint and review of settlement issues for Grace Conference call on 11/1/01.	3.80	
10/31/01	A.E. Moran	Telephone conference with C. Finke re IDRs.	0.70	
Name		Hours	Rate	Value
A.L. Bailey		7.30	445.00	3,248.50
J.W. Johnson		23.20	415.00	9,628.00
S. Smilack		3.70	400.00	1,480.00
A.E. Moran		36.50	350.00	12,775.00
B. Kaufman		37.90	245.00	9,285.50
J. Kinney		0.50	160.00	80.00
Total		109.10		36,497.00
			Total Fees	\$36,497.00

EXHIBIT B

Disbursements:

Overnight Messenger	72.70
Duplicating	226.65
Duplicating Supplies	1.25
Facsimile	2.00
Long Distance Telephone	28.24
Total Disbursements	<u>\$330.84</u>